

STATE OF CALIFORNIA
DEPARTMENT OF CORPORATIONS

FINAL TEXT OF PROPOSED CHANGES
UNDER THE CORPORATE SECURITIES LAW OF 1968
PURSUANT TO NOTICE OF PROPOSED FINAL CHANGES
DATED: DECEMBER 22, 2004

1. Section 260.102.14 is amended to read:

260.102.14. Limited Offering Exemption Notice of Transaction

(a) An issuer who conducts a transaction under section 25102(f) of the Code shall file a notice with the Commissioner as follows:

(1) If in connection with the transaction the issuer is filing a notice with the Securities and Exchange Commission pursuant to section 4(6) of the Securities Act of 1933 or Regulation D (Rule 230.503), the notice may be a copy of the form first filed pursuant to those provisions. The fee required by section 25608(c) of the Code must accompany the filing. Each issuer (other than a California corporation) must also file a consent to service of process (Form 260.165), unless it already has a consent to service on file with the Commissioner. The filing should be accompanied with a cover letter indicating that the filing is pursuant to section 25102(f), and if a consent to service is not included, a statement that the issuer already has a consent to service on file with the Commissioner.

(2) Unless a notice is filed pursuant to paragraph (1), the notice shall be filed electronically through the Internet process made available by the Department on www.corp.ca.gov. If the issuer ~~meets~~ claims the exception under subsection (f), the notice shall be in the form and contain the information specified by subsection (c) and in accordance with the instructions in subsection (d).

(b) A notice required by this section shall be filed with the Commissioner no later than 15 calendar days after the first sale of a security in the transaction in this state. No notice is required if none of the securities offered are purchased in this state.

(c) Form of Notice. The following form is to be used for transactions covered by subsection (a)(2): that
meet are subject to the hardship exception to electronic filing under subsection (f):

(Department of Corporations Use Only)

DEPARTMENT OF CORPORATIONS FILE NO., if any:

Fee paid \$ _____

Receipt No. _____

Insert File number(s) of Previous Filings Before the
Department, if any.

Fee: \$25.00 \$35.00 \$50.00 \$150.00 \$300.00-

(Circle the appropriate amount of fee. See Corporations Code Section 25608(c))

COMMISSIONER OF CORPORATIONS

STATE OF CALIFORNIA

NOTICE OF TRANSACTION PURSUANT TO CORPORATIONS CODE SECTION 25102(f)

A. Check one: Transaction under () Section 25102(f) () Rule 260.103.

ELECTRONIC FILING REQUIREMENT AND HARDSHIP EXCEPTION:

This notice must be filed electronically through the Internet process made available by the Department of Corporations on www.corp.ca.gov, unless the issuer claims the hardship exception as described in Number 8 below.

1. Name of Issuer:

2. Address of Issuer:

Street

City

State

Zip

Mailing Address:

Street

City

State

Zip

3. Area Code and Telephone Number: _____

4. Issuer's state (or other jurisdiction) of incorporation or organization:

5. Title of class or classes of securities sold in transaction:

6. The value of the securities sold or proposed to be sold in the transaction, determined in accordance with Corporations Code Sec. 25608(g) in connection with the fee required upon filing this notice, is (fee based on amount shown in line (iii) under "Total Offering"):

	<i>California</i>	<i>Total Offering</i>
(a)(i) in money	\$ _____	\$ _____
(ii) in consideration other than money	\$ _____	\$ _____
(iii) total of (i) and (ii)	\$ _____	\$ _____

(b) () Change in rights, preferences, privileges or restrictions of or on outstanding securities (\$25.00 fee.)

(See Rule 260.103.)

7. Type of filing under Securities Act of 1933, if applicable: _____

8. Date of Notice: _____

Issuer

~~() Check if issuer already has a consent to service of process on file with the Commissioner.~~

~~Authorized Signature on behalf of issuer~~

~~Print name and title of signatory~~

~~Name, Address and Phone number of contact person:~~

~~Instruction: Each issuer (other than a California Corporation) filing a notice under Section 25102(f) must file a consent to service of process (Form 260.165), unless it already has a consent to service on file with the Commissioner.~~

8. Hardship Exception for electronic filing. An issuer may file this paper notice in person or by mail only if either of the following exceptions apply. The issuer shall check applicable box and include the reason(s) and description(s) for the hardship exception in the space provided.

Computer equipment including hardware and software is unavailable to the issuer without unreasonable burden or expense. If this is the case, describe below both of the following: the reason(s) that the computer equipment including hardware and software is unavailable without unreasonable burden or expense, and the description(s) of the unreasonable burden or expense.

The issuer cannot obtain and provide information (including credit card or other identifying information)

requested on the Department's electronic notice or through the Internet filing process. If this is the case, describe below both of the following: the reason(s) that the issuer cannot obtain and provide the requested information on the electronic notice or through the Internet filing process without unreasonable burden or expense, and the description(s) of the unreasonable burden or expense to the issuer to make the electronic filing.

After checking the applicable hardship exception above, the issuer shall describe below the reason(s) and description(s) for that hardship exception. (If additional space is needed, attach a separate sheet to this notice.)

9. () Check if issuer already has a consent to service of process on file with the Commissioner. (Instruction: Each issuer (other than a California Corporation) filing a notice under Section 25102(f) must file a consent to service of process (Form 260.265), unless it already has a consent to service on file with the Commissioner. If no consent to service of process is on file with the Commissioner, attach the consent to this notice.)

10. _____

Authorized Signature on behalf of issuer

Print name and title of signatory

Date

Name, Address and Phone number of contact person:

(d) Instructions. The following instructions apply to the form specified in subsection (c):

COMMISSIONER OF CORPORATIONS
STATE OF CALIFORNIA NOTICE OF TRANSACTION
PURSUANT TO CORPORATIONS CODE SECTION 25102(f)
INSTRUCTIONS

1. This Notice is to provide information on transactions conducted under the section 25102(f) exemption from the qualification requirements of Section 25110 of the Corporate Securities Law of 1968 and under the Rule 260.103 exemption from the qualification requirements of Section 25120 of that Law. The form is not designed to indicate whether or not the transaction complies with the requirements of those exemptions but only to provide notice to the commissioner that the exemption is being relied on.

2. **When to File Notice.** The Notice must be filed with, or mailed to, the Commissioner within 15 calendar days after the first sale of a security in the transaction in this state. However, for purposes of determining the filing fee, a filing received before demand by the Commissioner shall be deemed filed as provided by rule of the Commissioner, provided that the obligation to file within 15 calendar days after the first sale of a security in the transaction in this state has not been intentionally disregarded. (See Corporations Code section 25102(f)(4).) The first sale in this state occurs when the issuer has obtained a contractual commitment in this state to purchase one or more of the securities the issuer intends to sell in connection with the transaction. No notice is required if none of the securities offered are purchased in this state. No subsequent notices are required for sales in connection with the same transaction. The information required by the form is to relate to the entire transaction, not just the first sale or sales in this state.

3. **The Heading and Filing Fee.** The Notice may be filed in person or by mail at any office of the Department. ~~The Heading.~~ If the issuer has previously qualified securities with the Department, insert the file number of the qualification in the upper right hand corner of the form in the space provided. Circle the appropriate fee for filing this Notice. The fee is based on the value of all securities sold or intended to be sold in the entire transaction as follows (see Item 6 for valuing securities):

<i>Value of Securities</i>	<i>Filing Fee</i>
\$25,000 or less	\$25
\$25,001 - \$100,000	\$35
\$100,001 - \$500,000	\$50
\$500,001 - \$1,000,000	\$150
Over \$1,000,000	\$300

Filing Fee: Each notice, whether under 25102(f) or Rule 260.103, must be accompanied by the filing fee required by Section 25608(c) of the Code as described above.

Item A. Check appropriate box for exemption being relied on.

Item 1. Give the issuer's legal name.

Item 2. Give the street address, and the mailing address if different, of the issuer's principal place of business.

Item 3. Give the telephone number of issuer's principal place of business.

Item 4. Give the name of the state or other jurisdiction under whose laws the issuer is incorporated or organized. If the issuer is not incorporated or organized under the laws of any jurisdiction, provide the name of the jurisdiction where issuer is domiciled and include parenthetical "(domicile)."

Item 5. Set forth the name or title of each class or type of security to be sold in the transaction.

Item 6. See Corp. Code sec. 25608(g). Generally, the value of the securities shall be the price at which the issuer proposes to sell the securities, as alleged in the notice, or the actual value of the consideration (if other than money) to be received in exchange for the securities. See sec. 25608(g) for valuing voting trust certificates, warrants, rights, and share dividends. Complete the amounts in (a)(i), (ii) and (iii) in both the California and the Total Offering columns.

Item 7. If the transaction was registered under the Securities Act of 1933, insert "registered." If conducted pursuant to an exemption from registration under that Act which requires a filing with the Securities and Exchange Commission, indicate the number of the rule pursuant to which such filing was made. If no such filing was required, insert "none."

Item 8. If the notice is not filed electronically through the Internet process made available by the Department at www.corp.ca.gov, then complete the hardship exception by checking the applicable box and describing the reason(s) and description(s) for the hardship exception, as specified.

Item 9. Consent to Service of Process. Corporations Code section 25165 requires each issuer, other than a California corporation, to file a consent to service of process with the notice filed pursuant to section 25102(f) unless it already has a consent to service on file with the Commissioner. If the issuer already has a consent to service of process on file with the Commissioner, check the box. If no consent to service of process is on file with the Commissioner, attach the consent to this notice. Use Form 260.165 (see Rule 260.165, Title

10, California Administrative Code).

Item ~~8~~10. ~~Date, and~~ Signature and Contact. The notice ~~shall should~~ be signed and dated by an authorized officer, director, general partner or trustee of the issuer (or a person occupying a position with the issuer of equivalent responsibility) or by the authorized attorney of the issuer. If the person the Department is to contact in the event of questions concerning the transaction or the notice is different than the signer, insert the contact person's name, telephone number and correspondence address in the spaces provided. Otherwise, provide this information with respect to the signer.

~~Filing Fee. Each notice, whether under 25102(f) or Rule 260.103, must be accompanied by the filing fee required by section 25608(e) of the Code.~~

~~Corporations Code section 25165 requires each issuer, other than a California corporation, to file a consent to service of process with the notice filed pursuant to section 25102(f) unless it already has a consent to service on file with the Commissioner. Use Form 260.165 (see Rule 260.165, Title 10, California Administrative Code).~~

(e) Electronic Filing. ~~In lieu of filing a notice by mail or in person under subsection (a), an issuer may~~
An issuer shall file a notice electronically through the Internet process made available by the Department,
except as provided in subdivision (f).

The following shall apply to any person filing electronically:

- (1) In addition to the information requested in subsection (c), an issuer that files a notice electronically shall provide a Federal Employer Identification Number for the issuer and, if applicable, a Federal Employer Identification Number for a representative filing on behalf of the issuer.
- (2) The instructions and explanations in subsection (d) are applicable to the same information requested through the electronic filing.
- (3) An issuer (other than a California Corporation) filing a notice electronically shall file electronically an irrevocable consent appointing the Commissioner to be the issuer's attorney to receive service of process under Section 25165 of the Code.

- (4) An issuer filing the notice electronically shall print a copy of the notice and manually sign and date the notice pursuant to the instructions in Item 8 of subsection (d). The notice shall be executed before or at the time the electronic filing is made and shall be retained by the issuer for a period of five years from the date of filing.
- (5) Upon request, the issuer shall provide to the Commissioner the manually signed notice.
- (6) An issuer filing the notice electronically shall pay the filing fee electronically by credit card. A notice is not deemed filed until the filing fee is submitted.

(f) Hardship exception for electronic filing. An issuer may file the paper notice in person or by mail only if: (1) computer equipment including hardware and software is unavailable to the issuer without unreasonable burden or expense, and the issuer ~~files with the notice a cover letter fully explaining~~ describes in the notice both of the following: (A) the reason(s) that the computer equipment including hardware and software is unavailable without unreasonable burden or expense; and (B) the description(s) of the unreasonable burden or expense to the issuer to make the electronic filing; or (2) the issuer cannot obtain and provide information requested on the Department's electronic notice or through the Internet filing process, and the issuer ~~files with the paper notice a cover letter fully explaining~~ describes in the notice both of the following: (A) the reason(s) that the issuer cannot obtain and provide the requested information on the electronic notice or through the Internet filing process without unreasonable burden or expense; and (B) the description(s) of the unreasonable burden or expense to the issuer to make the electronic filing.

NOTE: Authority cited: Sections 25102, 25165 and 25610, Corporations Code. Reference: Sections 25102, 25165 and 25608 Corporations Code.